



January 6, 2017

**VIA ELECTRONIC FILING**

Jocelyn Boyd, Chief Clerk/Administrator  
Public Service Commission of South Carolina  
101 Executive Center Drive, Suite 100  
Columbia, SC 29210

**Re: Notice of Transfer of Control of Clarity Communications Group, LLC to  
Lumos Networks Corp.  
Docket No. 2009-300-C**

Dear Ms. Boyd:

Lumos Networks Corp. ("Lumos") and Clarity Communications Group, LLC ("Clarity" and together with Lumos Networks, "the Parties"), hereby notify the Public Service Commission of South Carolina ("Commission") of the consummation of a transaction by which control of Clarity and its wholly-owned subsidiary, LMK Communications, LLC will be transferred from its current owners to Lumos Networks. Clarity holds authority to provide interexchange and local exchange telecommunications services and local services offerings in South Carolina pursuant to Commission Order Number 2009-816. Clarity will continue to hold that authority following the consummation of the planned transfer of control. Upon review of the South Carolina statutes and Commission regulations, it is the Parties' understanding that prior Commission approval is not required for the merger and related transactions described herein. Accordingly, the Parties submit this notice for informational purposes, to ensure the continuing accuracy of the Commission's records.

**DESCRIPTION OF THE PARTIES**

**A. Lumos Networks Corp.**

Lumos Networks is a publicly traded corporation organized under the laws of the State of Delaware, with its principal offices located at One Lumos Plaza, Waynesboro, VA 22980. Lumos Networks is a leading fiber-based service provider in the Mid-Atlantic region serving Carrier, Enterprise and Data Center customers, offering end-to-end connectivity in 24 markets in Virginia, Pennsylvania, West Virginia, Maryland, Ohio and Kentucky. With a fiber network



of 9,204 fiber route miles and more than 475,507 total fiber strand miles, Lumos Networks connects 1,297 unique Fiber to the Cell sites, 1,642 total FTTC connections, 36 data centers, including 7 company owned co-location facilities, 1,984 on-net buildings and approximately 3,300 total on-net locations. In 2015, Lumos Networks generated over \$114 million in Data revenue over our fiber network. Detailed information about Lumos Networks is available at [www.lumosnetworks.com](http://www.lumosnetworks.com). Lumos Networks' financial, technical, and legal qualifications to acquire Clarity are matters of public record.

**B. LMK Communications, LLC d/b/a Clarity Communications Group, LLC**

LMK Communications, LLC d/b/a Clarity Communications Group, LLC ("Clarity") is a North Carolina limited liability company, with its principal offices located at 9650 Strickland Road, #103-143, Raleigh, NC 27615. In South Carolina, Clarity is authorized to provide interexchange and local exchange telecommunications services and local services offerings in South Carolina pursuant to Commission Order Number 2009-816. Clarity is an independent bandwidth infrastructure provider serving the Southeast with an extensive fiber optic network spanning 730 route miles and connecting over 75 on-net locations across four states: Georgia, North Carolina, South Carolina, and Virginia. Clarity provides a full suite of high-bandwidth connectivity services to a customer base that includes high-value government, enterprise, and carrier clients and holds leading market share in providing connectivity services for military installations in the Southeast. Clarity was founded in 1998 and its two founders, Todd Peverall and Andrew Carwile will be joining the Lumos team post-acquisition. Attached hereto are organizational charts showing the structure of Clarity and LMK both pre- and post-acquisition.

**II. DESCRIPTION OF THE TRANSACTION**

On November 2, 2016, Lumos Networks Corp., Todd Peverall, Andrew Carwile, and Baileywick Holdings, Inc. entered into an Equity Interest Purchase Agreement pursuant to which Lumos Networks will acquire control of Clarity Communications Group. The acquisition will occur through the sale of the equity in Baileywick Holdings, Inc. by Todd Peverall, Andrew Carwile to Lumos Networks. As a result of the acquisition, Baileywick Holdings, Inc. and its subsidiary, Clarity, will be wholly owned subsidiaries of Lumos Networks Corp. Following the completion of the proposed transfer of control, Clarity will continue to provide high-quality telecommunications services in South Carolina through Clarity, while gaining access to the additional resources and operational expertise provided by Lumos Networks. Indeed, with essentially no existing service area overlap, Clarity's



service area and service offerings provide an ideal complement to those of Lumos Networks. The transfer of control will therefore give the post-transaction Lumos - Clarity organization the ability to become a stronger telecommunications competitor throughout its new service area, which will ultimately serve the public interest by offering consumers innovative technologies, products, and services throughout the combined service area.

Moreover, it will be seamless and virtually transparent to Clarity's South Carolina customers. No existing service will be discontinued, reduced, or impaired in conjunction with the transaction, nor will the transaction cause any immediate change to any customer's service provider.

Should you have any questions, please contact us.

Yours truly,

Frank R. Ellerbe, III  
Attorney for Lumos Networks Corp.

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cc: Jeffrey M. Nelson, ORS- Chief Counsel (via email)  
Nanette S. Edwards, ORS - Deputy Executive Director (via email)